

D



06-27-2001

06-04-2001

U.S. Patent & TMO/ TM Mail Rpt Dt #11

Attorney Docket No.:
Date:



101761990

ASSIGNMENT (DOCUMENT) COVER SHEET - TRADEMARKS

To the Assistant Commissioner for Trademarks: Please record the attached original document or copy thereof:

6-4-01

1. Name of conveying party(ies) (Assignor):

Benedict Optical, Inc.
651 W. Corporate Drive, Lewisville, Texas
75057

2. Name and address of party(ies) to whom transfer is made:

Hoya Optical Laboratories, Inc.
651 W. Corporate Drive, Lewisville, Texas 75057

3. Nature of conveyance:

- Assignment
- Change of Name
- Other Articles of Merger of Benedict Optical, Inc. and Hoya Optical Laboratories, Inc. ; and Certificate of Ownership of Hoya Optical Laboratories, Inc. and Benedict Optical, Inc.

Execution Date: February 14, 2001

4. Identification of application:

Registration No.: 1,646,694
Registration Date: June 4, 1991
Mark: FASHION-LITE

5. Address to which document should be returned after recordal:

Marcella D. Watkins
Conley, Rose & Tayon, P.C.
P. O. Box 3267
Houston, Texas 77253-3267

6. Total number of pages including cover sheet, attachments and document:

11

7. Fee payment is provided for as follows:

- Attached is a check in the sum of \$ _____.
- Charge account No. 03-2769 if any additional fee is due or credit account No. 03-2769 with any overpayment.
- Charge account No. 03-2769 for any fees due..

8. Statement and Signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original.

06/26/2001 LMUELLER 00000246 032769 1646694
01 FC:481 40.00 CH

MARCELLA D. WATKINS
Reg. No. 36,962
Conley, Rose & Tayon, P.C.
P. O. Box 3267
Houston, Texas 77253-3267
Tel. No. (713) 238-8000



The State of Texas

SECRETARY OF STATE

CERTIFICATE OF MERGER

The undersigned, as Secretary of State of Texas, hereby certifies that the attached Articles of Merger of

BENEDICT OPTICAL, INC.
A Texas corporation
with
HOYA OPTICAL LABORATORIES, INC.
A Delaware corporation

have been received in this office and are found to conform to law. ACCORDINGLY, the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law, hereby issues this Certificate of Merger.

Filed February 15, 2001

Effective February 15, 2001



Henry Cuellar
Secretary of State

TRADEMARK
REEL: 002320 FRAME: 0132

ARTICLES OF MERGER

FILED
In the Office of the
Secretary of State of Texas

OF

FEB 15 2001

Benedict Optical, Inc.

Corporations Section

AND

Hoya Optical Laboratories, Inc.

To the Secretary of State
State of Texas

Pursuant to the provisions of the Texas Business Corporation Act, the domestic corporation and the foreign corporation herein named do hereby adopt the following articles of merger for the purpose of merging the domestic corporation with and into the foreign corporation.

1. The names of the constituent corporations are Benedict Optical, Inc., which is a business corporation organized under the laws of the State of Texas, and which is subject to the provisions of the Texas Business Corporation Act, and Hoya Optical Laboratories, Inc. which is a business corporation organized under the laws of the State of Delaware.

2. The following is the Plan of Merger for merging Benedict Optical, Inc. with and into Hoya Optical Laboratories, Inc. as approved by the directors and the shareholders of the said constituent corporations.

3. An executed Plan of Merger is on file at the principal place of business of Hoya Optical Laboratories, Inc., the surviving corporation, at 651 E. Corporate Drive, Lewisville, Texas 75057.

4. A copy of the Plan of Merger shall be furnished by Hoya Optical Laboratories, Inc. to any shareholder of Benedict Optical, Inc. upon written request.

5. The Certificate of Incorporation of Hoya Optical Laboratories, Inc. shall not be amended pursuant to the merger with Benedict Optical and shall remain the same after the merger as they were prior to the merger.

6. The number of shares of Benedict Optical, Inc. which were outstanding at the time of the approval of the Plan of Merger by its sole shareholder and its adoption of a resolution authorizing the merger is two million shares, all of which are of one class.

7. The approval of the Plan of Merger by the sole shareholder of Benedict Optical, Inc. was by written consent, which has been given in accordance with the provisions of Article 9.10 of the Texas Business Corporation Act, and any written notice required by that Article has been given.

8. The approval of the Plan of Merger was duly authorized by all action required by the laws under which Hoya Optical Laboratories, Inc. was incorporated and by its constituent documents.

PLAN OF MERGER APPROVED on February 5, 2001 by Benedict Optical, Inc., a corporation of the State of Texas, and by resolution adopted by its Board of Directors on said date, and approved on February 14, 2001 by Hoya Optical Laboratories, Inc., a corporation of the State of Delaware and by resolution adopted by its Board of Directors on said date.

1. Benedict Optical, Inc. and Hoya Optical Laboratories, Inc. shall, pursuant to the provisions of the Texas Business Corporation Act and of the laws of the State of Delaware, be merged with and into a single corporation, to wit, Hoya Optical Laboratories, Inc., which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name. The surviving corporation shall be governed by the laws of the State of Delaware, which is the jurisdiction of its organization. The separate existence of Benedict Optical, Inc. which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger, in accordance with the provisions of the Texas Business Corporation Act.

2. The certificate of incorporation of the surviving corporation as in force and effect upon the effective date of the merger in the jurisdiction of its organization shall be the certificate of incorporation of said surviving corporation and said certificate of incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the laws of the jurisdiction of its organization.

3. The by-laws of the surviving corporation as in force and effect upon the effective date of the merger will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

5. Each issued share of the terminating corporation shall, upon the effective date of the merger, be canceled, such cancellation to be effective at the effective date and time of the merger.

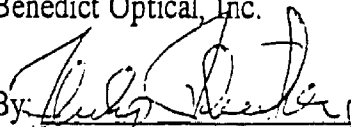
6. The Plan of Merger herein made and approved shall be submitted to the sole shareholder of the terminating corporation for its approval or rejection in the manner prescribed by the provisions of the Texas Business Corporation Act and to the sole shareholder of the surviving corporation for its approval or rejection in the manner prescribed by the laws of the jurisdiction of its organization.

7. In the event that the Plan of Merger shall have been approved by the sole shareholder of the terminating corporation and the merger shall have been authorized by a duly adopted resolution in the manner prescribed by the provisions of the Texas Business Corporation Act, and

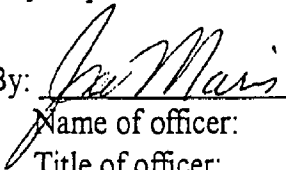
in the event that the Plan of Merger shall have been approved by the sole shareholder of the surviving corporation in compliance with the provisions of the laws of the jurisdiction of its organization, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Texas and of the State of Delaware, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

[Signature page to follow.]

Benedict Optical, Inc.

By: 
Name of officer:
Title of officer: VP

Hoya Optical Laboratories, Inc.

By: 
Name of officer:
Title of officer:
C.O.O.

Office of the Secretary of State

I, HARRIET SMITH WINDSOR, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF OWNERSHIP, WHICH MERGES:

"BENEDICT OPTICAL, INC.", A TEXAS CORPORATION,

WITH AND INTO "HOYA OPTICAL LABORATORIES, INC." UNDER THE NAME OF "HOYA OPTICAL LABORATORIES, INC.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FOURTEENTH DAY OF FEBRUARY, A.D. 2001, AT 9:08 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



Harriet Smith Windsor
Harriet Smith Windsor, Secretary of State

AUTHENTICATION: 0979457

DATE: 02-20-01

2897120 8100M

010075166

CERTIFICATE OF OWNERSHIP

of

**HOYA OPTICAL LABORATORIES, INC.
(A DELAWARE CORPORATION)**

and

**BENEDICT OPTICAL, INC.
(A TEXAS CORPORATION)**

(Pursuant to Section 253 of the General Corporation Law of Delaware)

The undersigned corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware in connection with the merger of its wholly owned subsidiary, Benedict Optical, Inc., with and into Hoya Optical Laboratories, Inc. (the "Merger") does hereby certify:

FIRST: That Hoya Optical Laboratories, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Surviving Corporation" or the "Corporation"), and Benedict Optical, Inc., a corporation organized and existing under the laws of the State of Texas (the "Merging Corporation"), agree that the Merging Corporation shall be merged with and into the Surviving Corporation.

SECOND: That, in accordance with the requirements of Section 253 of the General Corporation Law of Delaware, and Section 5.16 of the Texas Business Corporation Act, the Board of Directors of the Surviving Corporation adopted the following resolution on February 14, 2001 to so merge and to assume all of the obligations of the Merging Corporation:

"RESOLVED, that the proposed merger of Benedict Optical, Inc. ("Benedict") with and into the Corporation, with the Corporation being the surviving corporation, is advisable, and hereby it is approved pursuant to Section 253 of the DGCL, upon the terms and in accordance with the provisions of the Articles of Merger of Benedict Optical, Inc. and Hoya Optical Laboratories, Inc. (the "Articles of Merger"), in substantially the form attached hereto, to be entered into by and among Benedict and the Corporation, and the transactions contemplated thereby are hereby authorized, adopted and approved in all respects;"

THIRD: That the name of the Surviving Corporation of the Merger will be Hoya Optical Laboratories, Inc.

FOURTH: That upon the effective date of the Merger, by virtue of the Merger and without any further action on the part of the Merging Corporation or the Surviving

Corporation or their shareholders, each share of Common Stock of Merging Corporation issued and outstanding immediately prior thereto shall be deemed canceled.

FIFTH: That the Certificate of Incorporation of the Surviving Corporation as in effect immediately prior to the Effective Date shall be the Certificate of Incorporation of the Surviving Corporation.

SIXTH: That this Certificate of Ownership is on file at the principal place of business of the Surviving Corporation, and will be furnished by the Surviving Corporation, upon request and without cost, to any stockholder of the Merging Corporation or the Surviving Corporation.

[Signature page follows]

IN WITNESS WHEREOF, Hoya Optical Laboratories, Inc., a Delaware Corporation, the Surviving Corporation to the Merger, has caused this Certificate of Ownership to be signed in its corporate name and on its behalf by its President on this February 14, 2001.

HOYA OPTICAL LABORATORIES, INC.

By: /s/ B.C. Benedict
Name: B.C. Benedict
Title: President